EXTENSION GRANTED TO 11/15/2011

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Name of foundation: THE SOKOLOFF FOUNDATION, INC.

A Employer identification number: 13-6155196

Number and street (or P O box number if mail is not delivered to street address): 200 EAST 78TH STREET

Room/suite: 16D

B Telephone number: 212-744-5337

City or town, state, and ZIP code: NEW YORK, NY 10075-2017

C If exemption application is pending, check here [ ]

D 1. Foreign organizations, check here [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,605,640.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	112,460.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	125,789.	125,789.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	139,349.			
	b Gross sales price for all assets on line 6a 637,243.				
	7 Capital gain net income (from Part IV, line 2)		139,349.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	377,598.	265,138.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	6,324.	6,324.		6,324.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	-4,228.	661.		661.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	2,076.	2,076.		2,076.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,172.	9,061.		9,061.
	25 Contributions, gifts, grants paid	133,808.			133,808.
	26 **Total expenses and disbursements.** Add lines 24 and 25	137,980.	9,061.		142,869.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	239,618.			
	b **Net investment income** (if negative, enter -0-)		256,077.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	72,259.	35,091.	35,091.
	2 Savings and temporary cash investments	76,361.	92,075.	92,075.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	4,203,379.	4,489,451.	6,427,038.
	c Investments - corporate bonds STMT 6	71,380.	46,380.	51,436.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,423,379.	4,662,997.	6,605,640.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,423,379.	4,662,997.	
	30 **Total net assets or fund balances**	4,423,379.	4,662,997.	
	31 **Total liabilities and net assets/fund balances**	4,423,379.	4,662,997.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,423,379.
2	Enter amount from Part I, line 27a	2	239,618.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,662,997.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,662,997.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	THRU MORGAN STANLEY - SCHEDULE D-1.1	P	VARIOUS	VARIOUS
b	THRU MORGAN STANLEY - SCHEDULE D-1.1	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	63,669.		50,941.	12,728.
b	573,574.		446,953.	126,621.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				12,728.
b				126,621.
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	139,349.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	264,032.	5,139,265.	.051375
2008	329,736.	5,956,559.	.055357
2007	318,969.	6,875,460.	.046392
2006	435,471.	6,420,108.	.067829
2005	265,934.	5,588,760.	.047584

2 Total of line 1, column (d)	2	.268537
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.053707
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,059,452.
5 Multiply line 4 by line 3	5	325,435.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,561.
7 Add lines 5 and 6	7	327,996.
8 Enter qualifying distributions from Part XII, line 4	8	142,869.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	5,122.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	5,122.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	5,122.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 3,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7,322.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10,322.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,200.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 5,200. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEPHEN SOKOLOFF Telephone no. ▶212-744-5337

Located at ▶200 EAST 78TH STREET, APT# 16D, NEW YORK, NY ZIP+4 ▶10075-2017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	MANAGER/TRUSTEE 10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,097,858.
b	Average of monthly cash balances	1b	53,870.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,151,728.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,151,728.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,276.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,059,452.
6	**Minimum investment return.** Enter 5% of line 5	6	302,973.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	302,973.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a 5,122.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	5,122.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	297,851.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	297,851.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	297,851.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	142,869.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	142,869.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,869.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				297,851.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 2,822.				
b From 2006 128,218.				
c From 2007				
d From 2008 41,796.				
e From 2009 9,180.				
f Total of lines 3a through e	182,016.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 142,869.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				142,869.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	154,982.			154,982.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,034.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	27,034.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 17,854.				
d Excess from 2009 9,180.				
e Excess from 2010				

023581
12-07-10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

STEPHEN SOKOLOFF

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 ***Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:***

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

STEPHEN SOKOLOFF, THE SOKOLOFF FOUNDATION,INC., 212-744-5337
200 EAST 78TH STREET, APT# 16D, NEW YORK, NY 10075-2017

b The form in which applications should be submitted and information and materials they should include:

UNRESTRICTED

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITY	GENERAL PURPOSES	133,808.
Total			▶ 3a	133,808.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	125,789.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	139,349.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		265,138.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 265,138.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

X [signature] | X 9/6/11 | X Pres.

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN KLEIN	[signature]	8/23/11		

Firm's name ▶ MERSEL, KLEIN & COMPANY, LLP — Firm's EIN ▶

Firm's address ▶ 450 SEVENTH AVENUE - SUITE 609 NEW YORK, NY 10123 — Phone no. 212-564-4010

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization	Employer identification number
THE SOKOLOFF FOUNDATION, INC.	13-6155196

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE SOKOLOFF FOUNDATION, INC.

Employer identification number: 13-6155196

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 60,080.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 52,380.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: THE SOKOLOFF FOUNDATION, INC.

Employer identification number: 13-6155196

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,000 SHS PEPSIAMERICAS, INC.	$ 60,080.	02/19/10
2	3,000 SHS COMCAST CORP CL A SPL	$ 52,380.	05/27/10
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THE SOKOLOFF FOUNDATION, INC.	13-6155196

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of *$1,000 or less for the year. (Enter this information once. See instructions.)* ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY - DIVIDENDS	113,962.	0.	113,962.
MORGAN STANLEY SMITH BARNEY - INTEREST	11,827.	0.	11,827.
TOTAL TO FM 990-PF, PART I, LN 4	125,789.	0.	125,789.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,324.	6,324.		6,324.
TO FORM 990-PF, PG 1, LN 16B	6,324.	6,324.		6,324.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	661.	661.		661.
SECTION 4940 TAX ON INVESTMENT INCOME	-4,889.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-4,228.	661.		661.

FORM 990-PF | OTHER EXPENSES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	720.	720.		720.
BOOKKEEPING	500.	500.		500.
FILING FEES	250.	250.		250.
BANK CHARGES	256.	256.		256.
INVESTMENT ADVIS/CUSTDL FEES	150.	150.		150.
SECRETARIAL SERVICES	200.	200.		200.
TO FORM 990-PF, PG 1, LN 23	2,076.	2,076.		2,076.

FORM 990-PF | CORPORATE STOCK | STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE SCHEDULE 2	4,489,451.	6,427,038.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,489,451.	6,427,038.

FORM 990-PF | CORPORATE BONDS | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE SCHEDULE 2	46,380.	51,436.
TOTAL TO FORM 990-PF, PART II, LINE 10C	46,380.	51,436.

THE SOKOLOFF FOUNDATION

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000090	70	MERCK & CO INC NEW	11/10/09	01/14/10	$ 2,755.58	$ 2,384.63 **$ 2,384.63**	$ 370.95 **$ 370.95**	$ 0.00 $ 0.00
125000100	500	MOSAIC COMPANY	05/03/10	08/17/10	27,607.12	25,861.50 **25,861.50**	1,745.62 **1,745.62**	0.00 0.00
125000110	500	MOSAIC COMPANY	05/25/10	10/08/10	33,306.78	22,694.96 **22,694.96**	10,611.82 **10,611.82**	0.00 0.00
Total – SHORT TERM					**$ 63,669.48**	$ 50,941.09 **$ 50,941.09**	$ 12,728.39 **$ 12,728.39**	$ 0.00 $ 0.00

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	1,500	COMCAST CORP CL A - SPL CGMI AND/OR ITS AFFILIATES	12/27/89	06/01/10	$ 25,639.83	$ 26,190.00 26,190.00	($ 550.17) (550.17)	$ 0.00 $ 0.00
125000020	1,500	COMCAST CORP CL A - SPL CGMI AND/OR ITS AFFILIATES	12/27/89	10/26/10	27,523.68	26,190.00 26,190.00	1,333.68 1,333.68	0.00 0.00
125000030	1,000	DEL MONTE FOODS CO	01/03/03	03/25/10	14,257.40	8,112.19 **8,112.19**	6,145.21 **6,145.21**	0.00 0.00
	500		05/16/03		7,128.70	4,213.36 **4,213.36**	2,915.34 **2,915.34**	0.00 0.00
125000040	500	DEL MONTE FOODS CO	05/16/03	04/12/10	7,597.32	4,213.36 **4,213.36**	3,383.96 **3,383.96**	0.00 0.00
	1,000		07/29/03		15,194.64	8,847.48 **8,847.48**	6,347.16 **6,347.16**	0.00 0.00

2010 YEAR END SUMMARY

SCHEDULE D-1.1

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000050	1,000	FOREST OIL CORP-NEW	02/12/09	10/01/10	$ 29,669.55	$ 18,496.82	$ 11,172.73	$ 0.00
		--				**$ 18,496.82**	**$ 11,172.73**	$ 0.00
125000060	1,000	FOREST OIL CORP-NEW	07/01/09	12/10/10	34,394.97	15,229.16	19,165.81	0.00
						15,229.16	**19,165.81**	0.00
125000070	500	INTUIT INC CGMI AND/OR ITS AFFILIATES	01/17/06	12/01/10	22,755.99	13,248.27	9,507.72	0.00
						13,248.27	**9,507.72**	0.00
125000080	40	LIBERTY MEDIA CORP LIBERTY STARZ SER A	07/17/96	01/11/10	1,971.31	188.91 d	1,782.40	0.00
						188.91	**1,782.40**	0.00
	180	CGMI AND/OR ITS AFFILIATES	11/25/96		8,870.89	869.87 d	8,001.02	0.00
						869.87	**8,001.02**	0.00
125000090	530	MERCK & CO INC NEW	12/02/05	01/14/10	20,863.71	10,340.28	10,523.43	0.00
						10,340.28	**10,523.43**	0.00
125000120	1,000	MYLAN INC CGMI AND/OR ITS AFFILIATES	10/08/08	03/23/10	22,564.97	7,885.18	14,679.79	0.00
						7,885.18	**14,679.79**	0.00
125000130	1,000	MYLAN INC CGMI AND/OR ITS AFFILIATES	12/30/08	04/30/10	21,643.62	9,803.65	11,839.97	0.00
						9,803.65	**11,839.97**	0.00
125000140	365	NEWELL RUBBERMAID INC	12/24/96	05/27/10	6,016.27	10,825.40 d	(4,809.13)	0.00
						10,825.40	**(4,809.13)**	0.00
	788		12/24/96		12,988.55	23,371.00 d	(10,382.45)	0.00
						23,371.00	**(10,382.45)**	0.00
	47		04/14/00		774.70	1,202.97 d	(428.27)	0.00
						1,202.97	**(428.27)**	0.00
125000150	800	NEWELL RUBBERMAID INC	04/14/00	07/13/10	12,221.22	20,476.01 d	(8,254.79)	0.00
						20,476.01	**(8,254.79)**	0.00
	500		07/31/03		7,638.27	11,960.44	(4,322.17)	0.00
						11,960.44	**(4,322.17)**	0.00
125000160	25,000	PSEG POWER INTERNOTES BOOK/ENTRY DTD 01/23/2009 DUE 01/15/2014 RATE 6.500	01/20/09	04/21/10	25,000.00	25,000.00	0.00	0.00
						25,000.00	**0.00**	0.00
125000170	300	PEABODY ENERGY CORP VERSUS PURCHASE(S)	09/14/05	02/09/10	12,505.22	10,479.93	2,025.29	0.00
						10,479.93	**2,025.29**	0.00
	400		11/04/05		16,673.62	15,259.69	1,413.93	0.00
						15,259.69	**1,413.93**	0.00
	300		08/05/08		12,505.21	17,902.48	(5,397.27)	0.00
						17,902.48	**(5,397.27)**	0.00
125000180	1,000	PEPSIAMERICAS INC	10/05/73	02/22/10	29,532.12	30,040.00	(507.88)	0.00
						30,040.00	(507.88)	0.00

2010 YEAR END SUMMARY

SCHEDULE D-1.1

MorganStanley SmithBarney

Ref: 00011411 00049625

Financial Management Account 2010 Year End Summary

THE SOKOLOFF FOUNDATION

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000190	1,000	PEPSIAMERICAS INC	10/05/73	03/04/10	$ 13,771.15	0.00 0.00	13,771.15 13,771.15	$ 0.00 $ 0.00
125000200	241	PEPSICO INC	03/18/97	02/16/10	14,548.56	6,955.72 d **6,955.72**	7,592.84 **7,592.84**	0.00 0.00
	259		10/05/73		15,635.17	30,038.95 30,038.95	(14,403.78) (14,403.78)	0.00 0.00
125000210	.4004	PEPSICO INC MERGER 02/26/10 71343P200000	03/18/97	02/26/10	25.02	11.56 d **11.56**	13.46 **13.46**	0.00 0.00
	.1366		10/05/73		8.54	1.05 d **1.05**	7.49 **7.49**	0.00 0.00
125000220	359	PEPSICO INC	03/18/97	07/07/10	22,252.70	10,363.29 d **10,363.29**	11,889.41 **11,889.41**	0.00 0.00
125000230	400	PEPSICO INC	03/18/97	09/24/10	26,098.92	11,546.84 d **11,546.84**	14,552.08 **14,552.08**	0.00 0.00
125000240	300	POTASH CORP SASK INC-	03/22/06	08/17/10	42,429.24	8,684.50 **8,684.50**	33,744.74 **33,744.74**	0.00 0.00
125000250	400	SCHLUMBERGER LTD	06/22/98	12/01/10	31,845.54	12,140.76 d **12,140.76**	19,704.78 **19,704.78**	0.00 0.00
125000260	800	STRATEGIC DIAGNOSTICS INC	01/18/01	09/24/10	1,295.58	3,191.21 **3,191.21**	(1,895.63) **(1,895.63)**	0.00 0.00
	100		04/18/01		161.95	382.00 **382.00**	(220.05) **(220.05)**	0.00 0.00
	1,100		04/18/01		1,781.41	4,303.89 **4,303.89**	(2,522.48) **(2,522.48)**	0.00 0.00
125000270	800	STRATEGIC DIAGNOSTICS INC	04/18/01	10/26/10	1,209.02	3,130.11 **3,130.11**	(1,921.09) **(1,921.09)**	0.00 0.00
	1,200		04/15/05		1,813.52	3,456.56 **3,456.56**	(1,643.04) **(1,643.04)**	0.00 0.00
125000280	1,000	TRC COMPANIES INC	11/01/02	10/26/10	2,382.96	17,360.58 **17,360.58**	(14,977.62) **(14,977.62)**	0.00 0.00
	1,000		11/11/02		2,382.95	15,039.66 **15,039.66**	(12,656.71) **(12,656.71)**	0.00 0.00
Total - LONG TERM					$ 573,573.99	$ 446,953.13 446,953.13	$ 126,620.86 126,620.86	$ 0.00 $ 0.00

d Based on information supplied by your Financial Advisor.

e Based on information supplied by Client or other financial institution, not verified by us.

SCHEDULE D-1.1

2010 YEAR END SUMMARY

SOKOLOFF
FOUNDATION 2010
DONATIONS:
39A-80402-1-7

DATE OF DONATION	AMOUNT	DONATION GIVEN TO:	ADDRESS
January 27, 2010	$1,000.00	Jewish Child Care Assoc	120 Wall Street, New York, NY 10005
February 08, 2010	$1,000.00	Parson's Dance	229 West 42nd Street, New York, NY 10036
February 15, 2010	$236.00	Museum of Modern Art	11 West 53rd Street, New York, NY 10019
February 15, 2010	$338.00	Metropolitan Museum of Art	1000 Fifth Avenue, New York, NY 10028
February 15, 2010	$250.00	Alvin Ailey Dance Foundation	211 W 61st street, New York, NY 10023
February 15, 2010	$207.00	Solomon Guggenheim Foundation	1071 Fifth Avenue, New York, NY 10128
March 03, 2010	$671.00	Ackerman Inst for the Family	149 East 78th Street, New York, NY 10075
March 11, 2010	$130.00	Neuberger Museum of Art	735 Anderson Hill Rd, Purchase, NY 10577
April 07, 2010	$250.00	Spence Chapin	410 E 92nd St, New York, NY 10128
April 14, 2010	$1,500.00	Katonah Museum of Art	Route 22 at Jay St, Katonah, NY 10536
April 19, 2010	$1,000.00	Katonah Museum of Art	Route 22 at Jay St, Katonah, NY 10536
April 22, 2010	$3,950.00	Jewish Child Care Assoc	120 Wall Street, New York, NY 10005
April 26, 2010	$1,000.00	Beth Isreal Medical Center	First Ave at 16th St, New York, NY 10003
April 28, 2010	$50,000.00	Jewish Communal Fund	1109 Fifth Avenue, New York, NY 10128
June 17, 2010	$290.00	Jacob Burns Film Center	364 Manville Road, Pleasantville, NY 10570
July 13, 2010	$300.00	Westchester Caddie Scholarship Fund	49 Knollwood Road, Ste 220, Elmsford, NY 10523
July 15, 2010	$125.00	Amer Cancer Society	1599 Clifton Rd NE, Atlanta, GA 30329
July 20, 2010	$450.00	92nd Street Y	1395 Lexington Ave, New York, NY 10128
July 26, 2010	$125.00	Stone Barnes Ctr for Food & Agriculture	630 Bedford Road, Pocantico Hills, NY 10591
August 05, 2010	$150.00	The Jewish Museum	1109 Fifth Avenue, New York, NY 10128
August 11, 2010	$3,000.00	Congregation Emanu-El of Westchester	2125 Westchester Avenue East, Rye, NY 10580
August 30, 2010	$1,300.00	Manhattan Theatre Club	311 West 43rd Street, 8th Fl, New York, NY 10036
September 20, 2010	$1,000.00	Int'l Center for Photography	1114 Avenue of the Americas, New York, NY 10036
September 20, 2010	$250.00	Westchester Children's Museum	50 Main Street, White Plains, NY 10606
September 20, 2010	$100.00	Katonah Museum of Art	Route 22 at Jay St, Katonah, NY 10536
September 27, 2010	$2,000.00	The Multiple Sclerosis Research Center	521 W 57th St, New York, NY 10019
September 27, 2010	$2,000.00	Ackerman Inst for the Family	149 East 78th Street, New York, NY 10075
October 21, 2010	$200.00	Museum of Art and Design	2 Columbus Circle, New York, NY 10019
October 25, 2010	$50,000.00	Jewish Communal Fund	1109 Fifth Avenue, New York, NY 10128
November 29, 2010	$274.00	Katonah Museum of Art	Route 22 at Jay St, Katonah, NY 10536

SCHEDULE OF CONTRIBUTIONS PAID

SCHEDULE OF CONTRIBUTIONS PAID

November 29, 2010	$5,000.00	Jewish Communal Fund	1109 Fifth Avenue, New York, NY 10128
December 01, 2010	$150.00	Perfect Pet Rescue	1178 Angelo Drive, Beverly Hills, CA 90210
December 06, 2010	$250.00	UNC - Chapel Hill	208 W Franklin Street, Chapel Hill, NC 27599-6100
December 06, 2010	$250.00	Seeds of Peace	370 Lexington Ave, New York, NY 10017
December 06, 2010	$150.00	Natl Fdn for Facial Reconstruction	317 East 34th Street, Rm 901, New York, NY 10016
December 06, 2010	$500.00	Yeshiva Torah Vodath	425 East Ninth Street, Brooklyn, NY 11218
December 06, 2010	$1,200.00	Int'l Center for Photography	1114 Avenue ot the Americas, New York, NY 10036
December 09, 2010	$1,200.00	Manhattan Theatre Club	311 West 43rd Street, 8th Fl, New York, NY 10036
December 09, 2010	$862.00	Whitney Museum	945 Madison Avenue at 75th Street, New York, NY 10021
December 09, 2010	$100.00	Fresh Air Fund	633 3rd Ave, New York, NY 10017
December 09, 2010	$250.00	Grand Street Settlement	80 Pitt Street, New York, NY 10002
December 09, 2010	$150.00	Jewish Guild for the Blind	15 West 65th St, New York, NY 10023
December 09, 2010	$100.00	City Harvest	575 8th Avenue, New York, NY 10018
December 09, 2010	$100.00	Central Park Conservancy	14 East 60th Street, New York, NY 10022
December 10, 2010	$100.00	Parkinson's Disease Foundation	1359 Broadway, New York, NY 10018
December 14, 2010	$250.00	Hayground School	PO Box 1827, Bridgtehampton, NY 11932
December 23, 2010	$100.00	The Salvation Army	615 Slaters Lane, Alexandria, VA 22313

TOTAL DONATIONS 2010: $133,808.00

THE SOKOLOFF FOUNDATION

Common stocks & options

Equity Weighting by Economic Sector

The "Equity Weighting by Economic Sector" represents the common stocks in your account It does not include convertible preferred or other types of equity securities that you may own. Citi Investment Research & Analysis (CIRA) Sector recommendations are intended for capital appreciation oriented investors seeking to outperform the S&P 500. These Sector allocation recommendations may not be appropriate for all investors Past performance is no guarantee of future results.

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Sector	% of assets	Citi Sector weight
Energy	33.93	13.40
Industrials	7 07	11.40
Consumer staples	11 11	9.60
Financials	1 72	18.00
Utilities	5.65	3.20

Sector	% of assets	Citi Sector weight
Materials	14.12	2.90
Consumer discretionary	3.99	10 20
Health Care	16.14	10.50
Information technology	6 29	17 80

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
770	ANADARKO PETROLEUM CORP	APC	02/25/97	$ 20,819 89	$ 27.038	$ 76 16	$ 58,643 20	$ 37,823.31#	LT	181.67		
910	**Rating:** Citigroup : 1H		06/27/97	25,211.11	27.704	76.16	69,305.60	44,094.49#	LT	174.90		
910	Morgan Stanley : 2 S&P · 2		11/26/99	14,051.42	15.441	76.16	69,305.60	55,254.18#	LT	393 23		
910			02/16/00	11,180.37	12.286	76 16	69,305 60	58,125.23#	LT	519.89		
1,000			08/28/03	21,985 00	21.715	76.16	76,160.00	54,175.00	LT	246.42		
4,500				**93,247.79**	**20.722**		**342,720 00**	**249,472 21**		267.54	**472**	**1,620 00**
279	CONOCOPHILLIPS	COP	01/24/01	7,975 08	28.375	68.10	18,999.90	11,024.82	LT	138 24		
1,000	**Rating:** Citigroup : 2H		02/28/01	26,958.56	26 66	68.10	68,100.00	41,141 44	LT	152.61		
721	Morgan Stanley . 3 S&P : 2		12/28/01	18,007.25	24.981	68.10	49,100.10	31,092 85	LT	172.67		
2,000				**52,940.89**	**26.47**		**136,200.00**	**83,259.11**		157.27	**3.23**	**4,400.00**

SCHEDULE 2

Financial Management Account
December 1 - December 31, 2010

THE SOKOLOFF FOUNDATION

Energy *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
600	EQT CORPORATION INC	EQT	06/18/10	$ 24,955.80	$ 40.948	$ 44 84	$ 26,904 00	$ 1,948 20	ST	7.81		
600	**Rating**: Citigroup : 1M		07/01/10	21,369.83	35.00	44.84	26,904.00	5,534.17	ST	25 90		
800	S&P : 1		07/16/10	29,206.44	36.008	44.84	35,872 00	6,665 56	ST	22.82		
600			12/27/10	27,242 07	44.768	44.84	26,904.00	(338.07)	ST	(1.24)		
2,600				**102,774.14**	**39.529**		**116,584 00**	**13,809 86**		13.44	**1 962**	**2,288.00**
1,000	EL PASO CORP	EP	05/18/94	16,311.08	16 31	13.76	13,760.00	(2,551.08)#	LT	(15.64)		
2,000	**Rating**: Citigroup : 2H		02/27/95	30,397.60	15.20	13.76	27,520 00	(2,877 60)#	LT	(9.47)		
1,000	Morgan Stanley : 1		03/02/04	7,787.20	7 60	13.76	13,760.00	5,972 80	LT	76.70		
1,200	S&P : 2		07/06/04	9,644.86	7 87	13.76	16,512.00	6,867.14	LT	71.20		
1,300			04/13/05	13,715.54	10.35	13 76	17,888.00	4,172.46	LT	30 42		
1,000			07/20/05	12,335 29	12.12	13.76	13,760.00	1,424.71	LT	11.55		
1,000			07/14/06	15,372.66	15.13	13 76	13,760.00	(1,612 66)	LT	(10.49)		
1,000			12/28/06	15,524.02	15 28	13 76	13,760.00	(1,764.02)	LT	(11.36)		
500			06/04/07	8,707 64	17.11	13 76	6,880.00	(1,827 64)	LT	(20.99)		
1,000			12/23/08	7,216 42	7.048	13.76	13,760.00	6,543.58	LT	90.68		
1,000			03/12/10	11,577.44	11.377	13.76	13,760.00	2,182.56	ST	18.85		
2,000			04/07/10	23,182.32	11 408	13.76	27,520 00	4,337.68	ST	18.71		
14,000				**171,772.07**	**12.269**		**192,640.00**	**20,867 93**		12.15	**29**	**560.00**
500	MARATHON OIL CORP	MRO	06/17/08	26,727 16	52.848	37 03	18,515 00	(8,212.16)	LT	(30 73)		
500	**Rating**. Citigroup . 1H		07/22/08	22,074.32	43.648	37.03	18,515.00	(3,559.32)	LT	(16.12)		
500	Morgan Stanley : 3 S&P . 2		10/22/08	11,370.65	22.388	37.03	18,515.00	7,144.35	LT	62 83		
1,500				**60,172.13**	**40 115**		**55,545.00**	**(4,627.13)**		(7.69)	**2.70**	**1,500.00**
1,000	PEABODY ENERGY CORP	BTU	05/05/05	21,586 24	21 826	63.98	63,980.00	42,393.76	LT	196.39		
300	**Rating**: Citigroup : 1H		09/14/05	10,479.92	35.173	63 98	19,194.00	8,714 08	LT	83.15		
300	Morgan Stanley . 1		11/06/08	8,453.04	27.783	63.98	19,194.00	10,740.96	LT	127 07		
400	S&P : 1		03/02/09	8,342 32	20.50	63 98	25,592.00	17,249.68	LT	206 77		
1,000			04/16/09	25,660.19	25.358	63.98	63,980.00	38,319 81	LT	149 34		
3,000				**74,521 71**	**24.841**		**191,940 00**	**117,418 29**		157.56	**531**	**1,020 00**
593.4667	PLAINS EXPLORATION& PRODUCTION	PXP	12/03/97	15,626.38	26.332	32.14	19,074 02	3,447 64#	LT	22.06		
593.4667	COMPANY		12/17/97	15,231.26	25.666	32.14	19,074 02	3,842.76#	LT	25 23		
593.4667	**Rating** Morgan Stanley 2		08/05/98	8,716.05	14.687	32 14	19,074.02	10,357.97#	LT	118 84		
593 4667	S&P · 1		08/27/98	6,758 24	11.388	32.14	19,074.02	12,315.78#	LT	182.23		
1,186.9333			12/29/98	12,724 70	10.721	32.14	38,148 04	25,423.34#	LT	199.80		
1,186 9333			07/21/00	20,033 56	16 879	32.14	38,148.04	18,114.48	LT	90.42		
1,186.9333			11/21/00	25,541.07	21.519	32.14	38,148.04	12,606.97	LT	49 36		

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Energy *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,186.9333	PLAINS EXPLORATION& PRODUCTION	PXP	10/27/05	$ 49,801.31	$ 41.96	$ 32.14	$ 38,148.04	($ 11,653.27)	LT	(23.40)		
1,186.9333	COMPANY		05/16/06	47,598.43	40.104	32 14	38,148.04	(9,450.39)	LT	(19.85)		
93.4667			02/22/07	3,945.84	42.218	32 14	3,004.02	(941.82)	LT	(23.87)		
8,402				**205,976.84**	**24 515**		**270,040.30**	**64,063 46**		31.10		
2,100	QEP RESOURCES INC	QEP	09/03/97	14,200.01	6.761	36.31	76,251.00	62,050.99#	LT	436 98		
400			09/03/97	2,692.37	6.73	36.31	14,524.00	11,831 63#	LT	439.45		
2,000			02/02/01	18,099.71	9.049	36.31	72,620.00	54,520.29	LT	301 22		
2,000			06/20/01	17,627 36	8.813	36.31	72,620.00	54,992.64	LT	311.97		
500			07/29/08	17,906 95	35.813	36.31	18,155.00	248.05	LT	1 39		
1,000			07/27/10	30,375.08	29.931	36.31	36,310.00	5,934 92	ST	19.54		
8,000				**100,901.48**	**12.613**		**290,480.00**	**189,578.52**		187.88	22	640.00
600	SCHLUMBERGER LTD	SLB	06/22/98	18,211.15	30.35	83.50	50,100.00	31,888.85#	LT	175.11		
600	**Rating:** Citigroup : 1M		05/24/99	15,837 84	26.395	83.50	50,100 00	34,262 16#	LT	216.33		
400	Morgan Stanley : 1		06/08/99	10,977.57	27 445	83.50	33,400.00	22,422 43#	LT	204 26		
1,000	S&P : 2		02/13/01	32,585.89	32.25	83.50	83,500.00	50,914 11	LT	156 25		
1,000			02/23/01	30,326.90	30.025	83.50	83,500.00	53,173.10	LT	175 33		
3,600				**107,939.35**	**29.983**		**300,600 00**	**192,660 65**		178 49	1.005	3,024 00
780	SPECTRA ENERGY CORP	SE	03/03/98	14,800.32	18.974	24.99	19,492.20	4,691.88#	LT	31.70		
780	**Rating:** Citigroup : 2H		04/09/98	15,194.84	19.48	24.99	19,492.20	4,297.36#	LT	28.28		
1,000	Morgan Stanley : 2		04/22/99	23,178 29	23.178	24 99	24,990.00	1,811.71#	LT	7.82		
940	S&P : 1		07/29/99	21,048.37	22.391	24.99	23,490.60	2,442.23#	LT	11 60		
1,000			01/12/07	26,431.10	26.10	24.99	24,990.00	(1,441.10)	LT	(5.45)		
500			02/15/07	13,142.61	25.90	24.99	12,495.00	(647.61)	LT	(4.93)		
5,000				**113,795.53**	**22.759**		**124,950.00**	**11,154.47**		9.80	4.001	5,000.00
500	TOTAL S.A SPONS ADR	TOT	06/15/10	24,974.41	49 174	53.48	26,740 00	1,765 59	ST	7.07		
500	**Rating** S&P : 1		11/26/10	25,471 84	50.158	53 48	26,740.00	1,268 16	ST	4 98		
1,000				**50,446 25**	**50.446**		**53,480 00**	**3,033 75**		6 01	4.642	2,483.00
Subtotal for energy				**$ 1,134,488.18**			**$ 2,075,179.30**	**$ 940,691.12**			1.08	**$ 22,535.00**

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Materials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	E I DU PONT DE NEMOURS & CO	DD	12/10/07	$ 24,108 46	$ 47.69	$ 49.88	$ 24,940.00	$ 831.54	LT	3.45		
500	**Rating:** Citigroup : 1M		01/17/08	21,768.48	43.00	49.88	24,940.00	3,171.52	LT	14.57		
500	Morgan Stanley : 2		03/04/08	23,621.39	46.679	49.88	24,940.00	1,318.61	LT	5.58		
500	S&P : 3		03/12/08	23,581.11	46.599	49 88	24,940.00	1,358.89	LT	5.76		
500			10/02/08	19,651 27	38.80	49 88	24,940.00	5,288.73	LT	26.91		
500			02/10/09	12,066 92	23.768	49.88	24,940.00	12,873.08	LT	106.68		
500			08/20/09	16,180.12	31.918	49.88	24,940.00	8,759.88	LT	54.14		
500			08/31/09	16,094.46	31.748	49.88	24,940.00	8,845.54	LT	54.96		
4,000				**157,072.21**	**39.268**		**199,520.00**	**42,447.79**		27.02	**3 287**	**6,560.00**
500	MONSANTO CO NEW	MON	04/06/10	35,351.73	69.874	69 64	34,820.00	(531.73)	ST	(1.50)		
500	**Rating:** Citigroup : 1M		06/21/10	25,311.67	49.899	69.64	34,820.00	9,508 33	ST	37.57		
500	Morgan Stanley : 1		08/26/10	28,367.16	55 95	69.64	34,820.00	6,452.84	ST	22.75		
500	S&P : 2		09/17/10	28,442.43	56.099	69.64	34,820.00	6,377.57	ST	22 42		
2,000				**117,472 99**	**58 736**		**139,280.00**	**21,807 01**		18 56	**1 608**	**2,240.00**
100	POTASH CORP SASK INC-	POT	03/22/06	2,894.83	28.724	154.83	15,483.00	12,588 17	LT	434.85		
900	**Rating.** Citigroup : 1H		03/28/06	24,991 48	27.523	154.83	139,347.00	114,355.52	LT	457 58		
600	Morgan Stanley : 1		05/18/06	18,807.60	31 116	154.83	92,898.00	74,090.40	LT	393.94		
300	S&P · 2		07/06/10	25,739.07	84.477	154 83	46,449.00	20,709.93	ST	80.46		
1,900				**72,432.98**	**38.123**		**294,177.00**	**221,744.02**		306.14		
1,076	TEMPLE INLAND INC	TIN	05/16/05	20,626.78	19 169	21.24	22,854 24	2,227.46	LT	10 80		
424	**Rating·** Citigroup : 2M		07/12/06	10,656.22	25 132	21.24	9,005.76	(1,650.46)	LT	(15.49)		
1,000	S&P : 2		10/18/06	23,529 90	23 529	21.24	21,240 00	(2,289 90)	LT	(9.73)		
2,500				**54,812 90**	**21.925**		**53,100.00**	**(1,712 90)**		(3.12)	**2 071**	**1,100 00**
500	VULCAN MATERIALS CO	VMC	08/27/02	19,985 26	39.50	44.36	22,180.00	2,194 74	LT	10.98		
500	**Rating:** Citigroup : 3H		02/25/03	16,382.81	32.322	44.36	22,180.00	5,797.19	LT	35.39		
500	S&P : 2		02/26/03	16,321.26	32.20	44 36	22,180 00	5,858 74	LT	35 90		
500			03/10/04	23,510.67	46.46	44.36	22,180.00	(1,330 67)	LT	(5 66)		
500			08/13/04	23,254.78	45 91	44.36	22,180.00	(1,074.78)	LT	(4 62)		
500			10/20/04	23,923.55	47.28	44.36	22,180.00	(1,743.55)	LT	(7.29)		
500			05/13/09	21,769 48	43 00	44.36	22,180.00	410.52	LT	1.89		
500			01/27/10	23,457 59	46.176	44 36	22,180 00	(1,277.59)	ST	(5 45)		
4,000				**168,605.40**	**42.151**		**177,440.00**	**8,834 60**		5.24	**2.254**	4,000.00
Subtotal for materials				**$ 570,396.48**			**$ 863,517.00**	**$ 293,120.52**			1.60	**$ 13,900 00**

SCHEDULE 2

MorganStanley SmithBarney

Ref: 00003091 00091477

Financial Management Account
December 1 - December 31, 2010

THE SOKOLOFF FOUNDATION

Industrials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
187.5	GRANITE CONSTRUCTION INC	GVA	01/07/94	$ 1,396.15	$ 7.446	$ 27.43	$ 5,143.13	$ 3,746.98#	LT	268.38		
2,362.5	**Rating:** Morgan Stanley : 2		01/11/94	15,927.85	6.74	27.43	64,803.38	48,875.53#	LT	306 86		
2,700	S&P*Quantitative : 3		03/02/94	18,302.85	6.78	27.43	74,061.00	55,758.15#	LT	304.64		
3,375			04/13/95	18,913.49	5.606	27.43	92,576.25	73,662.76#	LT	389.47		
25			02/28/96	213.92	8 56	27.43	685.75	471 83#	LT	220.56		
1,350			03/12/96	11,252.85	8.333	27.43	37,030.50	25,777.65#	LT	229.08		
10,000				**66,007.11**	**6.601**		**274,300.01**	**208,292.90**		315.56	**1.895**	**5,200.00**
1,500	HEXCEL CORP NEW	HXL	12/23/09	20,336.07	13.363	18.09	27,135.00	6,798.93	LT	33.43		
1,000	**Rating:** S&P*Quantitative : 3		03/03/10	12,403.37	12.19	18.09	18,090.00	5,686.63	ST	45.85		
2,500				**32,739.44**	**13.096**		**45,225.00**	**12,485.56**		38.14		
1,500	MUELLER WATER PRODUCTS INC	MWA	12/22/06	22,664.36	15 109	4.17	6,255.00	(16,409.36)	LT	(72.40)		
1,000			12/29/06	15,009 39	15.009	4.17	4,170.00	(10,839.39)	LT	(72 22)		
500			01/05/07	7,488.32	14 976	4 17	2,085 00	(5,403 32)	LT	(72.16)		
500			02/16/07	7,794.41	15.588	4.17	2,085.00	(5,709 41)	LT	(73 25)		
500			02/20/07	8,027.51	16 055	4.17	2,085 00	(5,942 51)	LT	(74.03)		
1,000			09/10/07	11,058.62	11.058	4 17	4,170.00	(6,888.62)	LT	(62.29)		
1,000			08/27/08	10,194.80	10.194	4.17	4,170.00	(6,024.80)	LT	(59.10)		
2,000			05/07/09	8,730.26	4 248	4.17	8,340.00	(390.26)	LT	(4.47)		
2,000			12/20/10	8,444.99	4 128	4.17	8,340.00	(104.99)	ST	(1.24)		
10,000				**99,412.66**	**9.941**		**41,700.00**	**(57,712.66)**		(58 05)	**1.678**	**700 00**
500	PITNEY BOWES INC	PBI	08/31/00	18,298 42	36 596	24.18	12,090 00	(6,208.42)	LT	(33.93)		
500	**Rating:** S&P : 2		08/27/02	18,603.76	36 76	24.18	12,090 00	(6,513.76)	LT	(35.01)		
500			09/27/02	15,827 95	31.19	24.18	12,090.00	(3,737 95)	LT	(23.62)		
500			10/14/03	20,912 50	41.30	24.18	12,090 00	(8,822.50)	LT	(42.19)		
500			12/11/08	11,745.02	23.13	24 18	12,090.00	344.98	LT	2 94		
2,500				**85,387 65**	**34.155**		**60,450 00**	**(24,937.65)**		(29.21)	**6.038**	**3,650.00**
1,000	TRC COMPANIES INC	TRR	11/29/02	11,349 40	11.143	3 50	3,500 00	(7,849.40)	LT	(69.16)		
1,000			05/28/03	12,199.99	11 97	3.50	3,500.00	(8,699.99)	LT	(71 31)		
1,000			12/09/04	18,218 37	17.93	3 50	3,500 00	(14,718 37)	LT	(80.79)		
3,000				**41,767 76**	**13 923**		**10,500 00**	**(31,267.76)**		(74.86)		
Subtotal for industrials				**$ 325,314 62**			**$ 432,175 01**	**$ 106,860.39**			2 20	**$ 9,550.00**

SCHEDULE 2

Financial Management Account
December 1 - December 31, 2010

THE SOKOLOFF FOUNDATION

Consumer discretionary

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
400	DIRECTV CL A	DTV	07/17/96	$ 1,207.32	$ 3.018	$ 39.93	$ 15,972 00	$ 14,764.68#	LT	1,222.93		
1,800	**Rating:** Citigroup · 2M		11/25/96	5,559.22	3 088	39.93	71,874.00	66,314.78#	LT	1,192 88		
2,200				**6,766 54**	**3.076**		**87,846 00**	**81,079.46**		1,198.24		
500	LIBERTY MEDIA HLDG CORP	LINTA	07/17/96	2,108.28	4 216	15.77	7,885 00	5,776.72#	LT	274.00		
2,250	INTERACTIVE SER A		11/25/96	9,707.72	4 314	15 77	35,482.50	25,774 78#	LT	265.51		
2,750	**Rating:** Citigroup : 1H			**11,816 00**	**4.297**		**43,367.50**	**31,551.50**		267.02		
	Morgan Stanley : 2											
	S&P*Quantitative · 3											
	S&P : 2											
1,000	LOWES COMPANIES INC	LOW	09/07/06	27,448 21	27.11	25 08	25,080.00	(2,368.21)	LT	(8 63)		
500	**Rating:** Citigroup · 2M		09/19/06	14,454 22	28.53	25.08	12,540.00	(1,914.22)	LT	(13 24)		
500	S&P : 2		10/20/06	15,286.93	30.15	25 08	12,540 00	(2,746.93)	LT	(17 97)		
1,000			10/30/06	30,668 05	30.31	25.08	25,080 00	(5,588.05)	LT	(18 22)		
500			12/13/07	11,704 66	23.05	25.08	12,540.00	835.34	LT	7 14		
1,000			09/15/10	21,823.91	21 448	25.08	25,080.00	3,256.09	ST	14 92		
4,500				**121,385.98**	**26.975**		**112,860 00**	**(8,525 98)**		(7 02)	**1.754**	**1,980 00**
Subtotal for consumer discretionary				**$ 139,868 52**			**$ 244,073.50**	**$ 104,104.98**			**.81**	
												$ 1,980 00

Consumer staples

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	CONAGRA FOODS INC	CAG	06/03/04	$ 14,081 01	$ 27 73	$ 22 58	$ 11,290.00	($ 2,791.01)	LT	(19.82)		
1,000	**Rating.** Citigroup : 1M		12/29/05	20,539.91	20.25	22.58	22,580.00	2,040.09	LT	9.93		
500	Morgan Stanley : 2		06/22/07	13,001.34	25 62	22.58	11,290 00	(1,711 34)	LT	(13.16)		
1,000	S&P : 2		10/16/09	21,815.87	21 538	22.58	22,580 00	764 13	LT	3 50		
1,000			11/30/09	22,542.60	22.237	22 58	22,580 00	37.40	LT	17		
4,000				**91,980.73**	**22.995**		**90,320 00**	**(1,660.73)**		(1 81)	**4 074**	**3,680 00**
1,000	GENERAL MILLS INC	GIS	02/28/95	12,494.58	12 495	35.59	35,590.00	23,095.42#	LT	184 84		
2,000	**Rating** Citigroup . 1M		04/18/95	24,833 05	12 415	35.59	71,180.00	46,346.95#	LT	186.63		
2,000	Morgan Stanley : 1		06/16/04	46,825.90	23.20	35.59	71,180.00	24,354.10	LT	52 01		
1,000	S&P . 1		04/17/09	25,251.83	24 958	35.59	35,590.00	10,338.17	LT	40.94		
6,000				**109,405 36**	**18 234**		**213,540.00**	**104,134.64**		95.18	**3.146**	**6,720.00**

SCHEDULE 2

Consumer staples *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	H J HEINZ CO	HNZ	03/15/96	$ 31,277.88	$ 31.277	$ 49.46	$ 49,460.00	$ 18,182.12#	LT	58.13		
1,000	**Rating:** Citigroup . 1M		12/30/05	34,062.09	33.69	49.46	49,460.00	15,397.91	LT	45.21		
500	Morgan Stanley : 1		12/09/08	18,179.75	35.848	49.46	24,730.00	6,550.25	LT	36.03		
500	S&P . 2		07/22/09	19,077.50	37.697	49.46	24,730.00	5,652.50	LT	29.63		
500			09/21/09	20,145.97	39 778	49 46	24,730.00	4,584.03	LT	22.75		
3,500				**122,743.19**	**35 069**		**173,110 00**	**50,366.81**		41.03	3.639	6,300.00
500	WHOLE FOODS MKT INC	WFMI	03/09/07	23,274.01	45 99	50.59	25,295.00	2,020.99	LT	8 68		
500	**Rating:** Citigroup 2M		04/11/07	22,513.70	44.48	50.59	25,295.00	2,781.30	LT	12 35		
500	Morgan Stanley · 2		04/23/07	23,490.52	46 42	50.59	25,295.00	1,804.48	LT	7 68		
500	S&P : 1		05/07/07	22,931.62	45 31	50.59	25,295.00	2,363.38	LT	10 31		
500			05/10/07	20,339 11	40.20	50.59	25,295.00	4,955 89	LT	24.37		
500			09/05/07	21,924 36	43.35	50.59	25,295.00	3,370.64	LT	15.37		
500			02/15/08	19,857.12	39.208	50.59	25,295.00	5,437.88	LT	27.39		
500			06/24/08	12,984.19	25.586	50.59	25,295.00	12,310.81	LT	94.81		
4,000				**167,314 63**	**41 829**		**202,360 00**	**35,045 37**		20.95	.197	400 00
Subtotal for consumer staples				**$ 491,443.91**			**$ 679,330.00**	**$ 187,886.09**			2.51	**$ 17,100 00**

Health care

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	COVANCE INC	CVD	07/30/99	$ 9,979.72	$ 19.96	$ 51.41	$ 25,705.00	$ 15,725.28#	LT	157.57		
1,000	**Rating.** Morgan Stanley : 2		09/08/99	10,928 16	10.93	51 41	51,410.00	40,481.84#	LT	370 44		
500	S&P : 1		04/30/03	9,019.92	17.706	51.41	25,705.00	16,685.08	LT	184.98		
2,000				**29,927.80**	**14.964**		**102,820.00**	**72,892.20**		243.56		
980	JOHNSON & JOHNSON	JNJ	10/16/95	11,238.76	11.468	61.85	60,613.00	49,374.24#	LT	439.32		
628	**Rating:** Citigroup : 1L		06/14/00	15,476.06	24.643	61.85	38,841.80	23,365.74	LT	150.98		
392	Morgan Stanley : 2		06/14/00	9,652 61	24.624	61.85	24,245.20	14,592.59	LT	151.18		
1,000	S&P : 2		10/29/03	49,767.07	49.33	61.85	61,850.00	12,082.93	LT	24.28		
500			11/25/03	25,625.45	50.66	61.85	30,925.00	5,299.55	LT	20.68		
3,500				**111,759.95**	**31.931**		**216,475 00**	**104,715.05**		93.70	3.492	7,560.00
486.75	LIFE TECHNOLOGIES CORP	LIFE	08/26/05	23,482.32	48.286	55 50	27,014.63	3,532.31	LT	15.04		
398.25	**Rating:** Citigroup : 1M		09/02/05	19,589.04	49.232	55 50	22,102.88	2,513.84	LT	12.83		
442.5	Morgan Stanley : 1		09/20/05	23,427.06	52.99	55.50	24,558.75	1,131.69	LT	4.83		
	S&P : 1											

SCHEDULE 2

Ref: 00003091 00091480

MorganStanley SmithBarney

Financial Management Account
December 1 - December 31, 2010

THE SOKOLOFF FOUNDATION

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
442 5	LIFE TECHNOLOGIES CORP	LIFE	12/08/05	$ 27,685.01	$ 62.621	$ 55.50	$ 24,558.75	($ 3,126.26)	LT	(11 29)		
1,770				**94,183 43**	**53.211**		**98,235 01**	**4,051.58**		4.30		
500	ELI LILLY & CO	LLY	03/30/09	16,669.39	32.888	35.04	17,520.00	850.61	LT	5.10		
500	**Rating:** Citigroup : 2H		04/24/09	16,750.12	33.048	35.04	17,520.00	769.88	LT	4.60		
500	Morgan Stanley : 3		06/08/09	17,164 10	33.868	35.04	17,520.00	355.90	LT	2.07		
500	S&P . 2		06/16/09	16,730.18	33.008	35.04	17,520.00	789.82	LT	4.72		
500			09/30/09	16,719.06	33.02	35 04	17,520.00	800.94	LT	4.79		
500			10/28/09	17,228.31	34.03	35.04	17,520.00	291 69	LT	1.69		
3,000				**101,261.16**	**33.754**		**105,120.00**	**3,858.84**		3.81	**5.593**	**5,880 00**
600	MERCK & CO INC NEW	MRK	11/10/09	20,439.66	33.637	36.04	21,624.00	1,184 34	LT	5.79		
500	**Rating.** Citigroup . 1M		02/04/10	18,758 60	36 90	36 04	18,020.00	(738 60)	ST	(3 94)		
1,100	Morgan Stanley : 3			**39,198 26**	**35 635**		**39,644.00**	**445.74**		1.14	**4 217**	**1,672.00**
1,000	MYLAN INC	MYL	12/30/08	9,803.65	9.638	21 13	21,130.00	11,326.35	LT	115.53		
600	**Rating:** Citigroup . 1H		05/21/10	11,890.24	19.50	21.13	12,678.00	787.76	ST	6 63		
1,400	Morgan Stanley : 1		09/10/10	25,338 07	17.819	21.13	29,582.00	4,243 93	ST	16 75		
1,200	S&P : 1		10/19/10	22,893 94	18.775	21.13	25,356 00	2,462.06	ST	10.75		
4,200				**69,925.90**	**16.649**		**88,746.00**	**18,820.10**		26 91		
700	PFIZER INC	PFE	12/30/99	16,940 43	24.20	17 51	12,257.00	(4,683.43)#	LT	(27.65)		
300	**Rating.** Citigroup : 2H		09/20/04	9,446.17	31.04	17.51	5,253.00	(4,193.17)	LT	(44.39)		
1,000	Morgan Stanley . 1		03/20/06	26,782.56	26 449	17 51	17,510.00	(9,272 56)	LT	(34.62)		
1,000	S&P : 1		05/11/06	25,544.90	25.22	17.51	17,510.00	(8,034.90)	LT	(31.45)		
1,000			06/05/06	24,324.67	24.008	17 51	17,510.00	(6,814.67)	LT	(28.02)		
4,000				**103,038.73**	**25.76**		**70,040.00**	**(32,998 73)**		(32.03)	**4 568**	**3,200 00**
300	STRATEGIC DIAGNOSTICS INC	SDIX	04/15/05	864.14	2 788	1.76	528.00	(336.14)	LT	(38 90)		
1,700			12/06/06	6,130.49	3.493	1 76	2,992.00	(3,138 49)	LT	(51 19)		
1,000			10/03/07	5,258.14	5 11	1.76	1,760.00	(3,498.14)	LT	(66.53)		
3,000				**12,252.77**	**4.084**		**5,280.00**	**(6,972.77)**		(56.91)		
879	TEVA PHARMACEUTICAL INDS	TEVA	01/25/02	17,052.18	19 405	52.13	45,822.27	28,770.09	LT	168.72		
321	LTD ADR		03/24/06	13,650.03	41 95	52 13	16,733.73	3,083.70	LT	22.59		
800	**Rating.** Citigroup : 1H		04/28/06	32,762.62	40.51	52.13	41,704.00	8,941 38	LT	27 29		
600	Morgan Stanley : 2		05/10/06	24,243 89	40 043	52.13	31,276.00	7,034.11	LT	29.01		
400	S&P . 1		05/10/06	16,182 39	40 08	52.13	20,852 00	4,669 61	LT	28 86		
500			07/06/06	16,420.59	32.43	52.13	26,065.00	9,644 41	LT	58.73		
500			09/19/06	17,582.62	34.70	52.13	26,065.00	8,482.38	LT	48.24		
500			11/09/06	16,058.90	31.68	52.13	26,065.00	10,006.10	LT	62.31		

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	TEVA PHARMACEUTICAL INDS LTD ADR	TEVA	12/19/06	$ 15,957.99	$ 31.48	$ 52.13	$ 26,065.00	$ 10,107.01	LT	63.34		
5,000				**169,911.21**	**33.982**		**260,650 00**	**90,738.79**		53 40	**1.279**	3,335 00
Subtotal for health care				**$ 731,459.21**			**$ 987,010.01**	**$ 255,550.80**			**2.19**	
												$ 21,647.00

Financials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	AMERICAN EXPRESS CO **Rating.** Citigroup : 1M Morgan Stanley : 1 S&P : 1	AXP	10/14/10	**$ 39,701.85**	$ 39.26	$ 42 92	**$ 42,920.00**	**$ 3,218 15**	ST	8.11	1.677 %	**$ 720.00**
400	FEDERAL NATIONAL MORTGAGE ASSN **Rating** S&P : 2	FNMA	12/12/07	13,184 97	32 50	.30	120 00	(13,064.97)	LT	(99.09)		
400			01/18/08	13,025 92	32.14	.30	120.00	(12,905.92)	LT	(99 08)		
400			01/25/08	12,876.19	31.735	.30	120 00	(12,756.19)	LT	(99 07)		
300			02/21/08	8,778.82	28.80	.30	90.00	(8,688.82)	LT	(98.97)		
500			07/07/08	8,150.74	16.028	.30	150 00	(8,000.74)	LT	(98 16)		
500			08/18/08	3,171.62	6.15	.30	150 00	(3,021.62)	LT	(95.27)		
2,500				**59,188.26**	**23.675**		**750 00**	**(58,438.26)**		(98.73)		
358 5232	FORESTAR GROUP INC	FOR	05/16/05	8,608.91	24.021	19.30	6,919 50	(1,689.41)	LT	(19 62)		
141 2768			07/12/06	4,447.54	31 493	19.30	2,726.64	(1,720 90)	LT	(38.69)		
333.2			10/18/06	9,820.57	29.485	19 30	6,430 76	(3,389.81)	LT	(34 52)		
367			03/04/08	9,053 03	24 27	19.30	7,083.10	(1,969.93)	LT	(21.76)		
800			07/22/08	15,262 27	18.79	19.30	15,440 00	177 73	LT	1.16		
1,200			12/15/10	22,284 16	18.251	19.30	23,160.00	875.84	ST	3 93		
3,200				**69,476.48**	**21.711**		**61,760 00**	**(7,716 48)**		(11.11)		
358.5232	GUARANTY FINL GRP INC	GFGFQ	05/16/05	5,326.78	14.863	006	2.15	(5,324 63)	LT	(99.96)		
141.2768			07/12/06	2,751 92	19.486	006	85	(2,751 07)	LT	(99.97)		
333.2			10/18/06	6,076.49	18.244	.006	2.00	(6,074.49)	LT	(99.97)		
367			01/10/08	4,530.91	12 071	.006	2.20	(4,528.71)	LT	(99.95)		
800			05/20/08	4,924.67	5.99	.006	4.80	(4,919.87)	LT	(99 90)		
2,000				**23,610.77**	**11.805**		**12.00**	**(23,598.77)**		(99.95)		
Subtotal for financials				**$ 191,977 36**			**$ 105,442.00**	**($ 86,535.36)**			.68	
												$ 720.00

SCHEDULE 2

Ref: 00003091 00091482

MorganStanley
SmithBarney

Financial Management Account
December 1 - December 31, 2010

THE SOKOLOFF FOUNDATION

Information technology

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	CHECKPOINT SYSTEMS INC	CKP	06/27/97	$ 7,815.01	$ 15.63	$ 20.55	$ 10,275 00	$ 2,459.99#	LT	31 48		
1,000	**Rating:** S&P*Quantitative · 1		07/30/98	10,767.94	10.77	20.55	20,550.00	9,782.06#	LT	90.84		
1,500			04/26/01	13,583.75	8.99	20.55	30,825.00	17,241.25	LT	126 93		
1,000			11/12/01	9,378.64	9.19	20.55	20,550.00	11,171.36	LT	119.11		
4,000				**41,545.34**	**10.386**		**82,200.00**	**40,654.66**		97 86		
1,000	CORNING INC	GLW	09/21/07	24,245.82	23.93	19.32	19,320 00	(4,925.82)	LT	(20.32)		
1,000	**Rating:** Citigroup : 1H		09/25/07	24,296.17	23.98	19 32	19,320.00	(4,976.17)	LT	(20 48)		
1,000	S&P : 1		09/28/07	24,973.91	24.653	19.32	19,320.00	(5,653 91)	LT	(22.64)		
1,000			05/22/08	27,456.27	27.118	19.32	19,320.00	(8,136.27)	LT	(29 63)		
1,000			08/04/10	19,631.64	19.239	19 32	19,320.00	(311.64)	ST	(1 59)		
5,000				**120,603.81**	**24.121**		**96,600.00**	**(24,003 81)**		(19 90)	**1.035**	**1,000 00**
1,000	HEWLETT PACKARD CO	HPQ	02/16/01	33,501.83	33.16	42.10	42,100 00	8,598.17	LT	25.66		
500	**Rating:** Citigroup : 1M		08/30/01	11,928.19	23 52	42.10	21,050.00	9,121.81	LT	76.47		
1,500	Morgan Stanley · 1 S&P : 1			**45,430.02**	**30 287**		**63,150.00**	**17,719.98**		39 01	**76**	**480.00**
500	INTUIT INC	INTU	01/17/06	13,248.27	26.195	49.30	24,650.00	11,401 73	LT	86 06		
1,000	**Rating.** Morgan Stanley : 1		06/01/06	28,052.42	27 74	49 30	49,300.00	21,247 58	LT	75.74		
500	S&P : 2		11/08/06	17,434.03	34.44	49.30	24,650.00	7,215.97	LT	41 39		
500			11/17/06	16,410.50	32.41	49.30	24,650.00	8,239.50	LT	50.21		
2,500				**75,145 22**	**30.058**		**123,250.00**	**48,104.78**		64.02		
500	SUNPOWER CORP CL A	SPWRA	11/28/06	19,019 27	37.65	12.83	6,415.00	(12,604.27)	LT	(66 27)		
500	**Rating:** Citigroup : 2S		01/16/07	21,370.78	42.25	12.83	6,415 00	(14,955.78)	LT	(69 98)		
500	Morgan Stanley · 2 S&P . 2		02/08/10	9,754 08	19.157	12.83	6,415.00	(3,339.08)	ST	(34.23)		
1,500				**50,144.13**	**33 429**		**19,245.00**	**(30,899.13)**		(61.62)		
Subtotal for information technology				**$ 332,868.52**			**$ 384,445.00**	**$ 51,576.48**			.38	**$ 1,480.00**

Utilities

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	CONSOLIDATED EDISON INC	ED	06/24/09	$ 36,833 05	$ 36.448	$ 49.57	$ 49,570.00	$ 12,736 95	LT	34.58		
1,000	**Rating.** Citigroup : 1L		09/18/09	41,873.21	41 467	49.57	49,570.00	7,696.79	LT	18 38		
2,000	Morgan Stanley : 3 S&P : 2			**78,706.26**	**39.353**		**99,140.00**	**20,433 74**		25.96	**4 801**	**4,760.00**

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Utilities *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,560	DUKE ENERGY CORP	DUK	03/03/98	$ 20,531 08	$ 13 16	$ 17.81	$ 27,783.60	$ 7,252 52#	LT	35 32		
1,560	(HOLDING COMPANY) NEW		04/09/98	21,078 35	13.511	17.81	27,783 60	6,705.25#	LT	31 81		
2,000	Rating: Citigroup : 2M Morgan Stanley : 3		04/22/99	32,153 04	16.076	17.81	35,620.00	3,466.96#	LT	10.78		
1,880	S&P : 2		07/29/99	29,198 40	15.531	17.81	33,482.80	4,284.40#	LT	14.67		
7,000				**102,960 87**	**14.709**		**124,670 00**	**21,709.13**		21.08	**5 502**	**6,860.00**
2,100	QUESTAR CORP	STR	09/03/97	7,282.60	3.467	17.41	36,561.00	29,278 40#	LT	402.03		
400	Rating: Citigroup : 1M		09/03/97	1,380.81	3.452	17.41	6,964.00	5,583.19#	LT	404.34		
2,000	Morgan Stanley : 3 S&P : 2		02/02/01	9,282.61	4.641	17.41	34,820 00	25,537.39	LT	275.11		
2,000			06/20/01	9,040 35	4 52	17.41	34,820.00	25,779 65	LT	285.16		
500			07/29/08	9,183.75	18 367	17 41	8,705.00	(478.75)	LT	(5 21)		
7,000				**36,170 12**	**5.167**		**121,870.00**	**85,699 88**		236 94	**3 216**	**3,920 00**
Subtotal for utilities				**$ 217,837 25**			**$ 345,680.00**	**$ 127,842.75**			**4 49**	**$ 15,540.00**
Total common stocks				**$ 4,135,754.05**			**$ 6,116,851.82**	**$ 86,574.27**	**ST**	**47.90**	**1.70**	
								$ 1,894,523 50	**LT**			**$ 104,452.00**
Total common stocks and options				**$ 4,135,754.05**			**$ 6,116,851.82**	**$ 86,574.27**	**ST**		**1.70**	
								$ 1,894,523.50	**LT**			**$ 104,452.00**

Preferred stocks

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain securities. In addition, Standard & Poor's research ratings may be shown for certain securities. CIRA is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. CIRA stock recommendations include an investment rating and risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and a Risk Rating. The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria. Please refer to the end of this statement for a guide describing CIRA ratings.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated Income (annualized)
500	PARTNERRE LTD 6 75%	PREPRC	12/27/07	$ 9,893.52	$ 19.50	$ 24.60	$ 12,300.00	$ 2,406.48	LT		
500	PFD		12/27/07	9,961.54	19.644	24.60	12,300.00	2,338.46	LT		
1,000	Rated BBB+ Next call on 01/27/11		04/22/09	18,622.94	18.35	24.60	24,600.00	5,977.06	LT		
2,000				**38,478.00**	**19.239**		**49,200.00**	**10,722.00**		**6.859**	**3,375.00**

SCHEDULE 2

Ref' 00003091 00091484

MorganStanley
SmithBarney

Financial Management Account
December 1 - December 31, 2010

THE SOKOLOFF FOUNDATION

Preferred stocks *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
1,500	ALLIANZ SE 8.375% Rated A+ Next call on 06/15/13	AZ.GA	06/03/08	$ 37,500 00	$ 25.00	$ 26.281	$ 39,421.50	$ 1,921.50 LT	7.966%	$ 3,140.63
1,000	BARCLAYS BANK PLC 8.125% NON CUM PFD SER 5 Rated A- Next call on 06/15/13	BCSPRD	04/08/08	25,000.00	25 00	25.70	25,700.00	700.00 LT	7.903	2,031.25
1,000	FANNIE MAE 8.25% NON CUM PFD SER T Rated C Next call on 05/20/13	FNMAT	05/13/08	25,000.00	25.00	.515	515.00	(24,485.00) LT		
1,000	FANNIE MAE FIXED/FLOAT 8.25% SER S NON CUM PFD Rated C Next call on 12/31/15	FNMAS	04/17/08	24,900.40	24.58	.56	560.00	(24,340.40) LT		
2,000	JP MORGAN CHASE CAPITAL 6.35% Rated BBB+ Next call on 01/20/11	JPMPRP	05/19/05	50,000 00	25.00	25 11	50,220.00	220.00 LT	6.322	3,175.00
500	MBNA CORP SER D 8.125%	KRBPRD	09/15/03	13,737.98	27.08	25 30	12,650.00	(1,087 98) LT		
500	Rated BB		10/08/03	13,560.96	26.70	25.30	12,650.00	(910.96) LT		
1,000	Next call on 01/20/11			27,298 94	27 299		25,300.00	(1,998 94)	8.027	2,031 00
2,000	METLIFE INC 6.50% PFD Rated BBB- Next call on 01/20/11	METPRB	06/09/05	50,000.00	25.00	24.80	49,600.00	(400.00) LT	6.552	3,250.00
1,000	NEXTERA ENERGY CAP HLDGS INC 8.75% GTD JR SUB DEB SER F	NEEPRF	03/25/09	25,519.22	25.193	27.94	27,940.00	2,420.78 LT	7 831	2,188.00
1,000	ROYAL BK SCOTLAND GRP 6.25 NON CUM SER P Rated C Next call on 01/06/11	RBSPRP	10/26/05	25,000.00	25.00	14.57	14,570 00	(10,430 00) LT		
1,000	WELLS FARGO & CO 8.00% PFD NON CUM CL J Rated A- Next call on 12/15/17	WFCPRJ	12/18/07	25,000 00	25 00	27.16	27,160.00	2,160 00 LT	7.363	2,000.00
Total preferred stocks				$ 353,696.56			$ 310,186.50	$ 0.00 ST ($ 43,510.06) LT	6.83	$ 21,190.88

SCHEDULE 2

MorganStanley SmithBarney

Ref: 00003091 00091485

Financial Management Account
December 1 - December 31, 2010

THE SOKOLOFF FOUNDATION

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount.

Call features shown indicate the next regularly scheduled call date and price. Your holdings may be subject to other redemption features including sinking funds or extraordinary calls.

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting research ratings.

Corporate bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)#
25,000	CATERPILLAR FINANCIAL	02/23/09	$ 25,000.00	$ 100.00	100.368	$ 25,092 00	$ 92.00	LT	4.483	$ 0.00
	BOOK/ENTRY	14912HNJ5	$ 25,000.00	$ 100.00	$ 425.00		$ 92.00	LT	$ 1,125 00	$ 92.00
	DTD 02/26/2009									
	INT· 04 500% MATY· 02/15/2011									
	Rating: A2/A									
25,000	FREEPORT-MCMORAN COP	01/28/09	21,380 00	85 50	105.375	26,343.75	4,963.75	LT	7 829	867 25
	DTD 03/19/2007	35671DAR6	21,380.00	85.50	515.63		4,963.75	LT	2,062.50	4,096.50
	INT. 08.250% MATY 04/01/2015									
	Rating: BAA3/BBB-									
	Next call on 04/01/11 @ 104.125									
Total corporate bonds			$ 46,380.00		$ 940.63	$ 51,435.75	$ 0.00	ST	6.19	$ 867.25
50,000			$ 46,380.00				$ 5,055.75	LT	$ 3,187.50	$ 4,188.50
Total portfolio value			$ 4,627,905.64			$ 6,570,549.10	$ 86,574.27	ST	1.96	$ 867.26
LESS: MONEY MARKET FUNDS			(92,075.03)			(92,075.03)	$ 1,856,069.19	LT	$ 128,867.21	$ 4,188.50
NET PORTFOLIO VALUE			4,535,830.61			6,478,474.07				

#Based on information supplied by your Financial Advisor.

SCHEDULE 2

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	THE SOKOLOFF FOUNDATION,INC.	13-6155196
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 200 EAST 78TH STREET, NO. 16D	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10075-2017	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEPHEN SOKOLOFF 200 EAST 78TH STREET, APT# 16D - NEW YORK, NY 10075-2017
  Telephone No. ▶ 212-744-5337 FAX No. ▶ 212-744-5337
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 10,322.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 7,322.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II — Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print. File by the extended due date for filing your return. See instructions

Name of exempt organization THE SOKOLOFF FOUNDATION, INC.	Employer identification number 13-6155196
Number, street, and room or suite no. If a P.O box, see instructions. 200 EAST 78TH STREET, NO. 16D	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10075-2017	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ STEPHEN SOKOLOFF 200 EAST 78TH STREET, APT# 16D - NEW YORK, NY 10075-2017

Telephone No. ▶ 212-744-5337 FAX No. ▶ 212-744-5337

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011

5 For calendar year 2010 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ALL THIRD PARTY INFORMATION HAS NOT YET BEEN RECEIVED. ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 10,322.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 10,322.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 8/15/11

023842
01-24-11